



Union Tank Car Company

39 South LaSalle Street
Chicago, Illinois 60603
312/372-9500

Arthur B. Hillman
Secretary and
Assistant General Counsel

RECORDATION NO. 11858-20A176

NOV 15 1984 -3 02 PM

INTERSTATE COMMERCE COMMISSION

November 9, 1984

RECORDATION NO. 11858-20A176 Filed 1425

NOV 15 1984 -3 02 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sir:

We transmit to you herewith by registered mail for recordation, pursuant to 49 U.S.C. Sec. 11303, an original and two certified counterparts of the Second Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 15, 1984, by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and The First National Bank of Boston, 100 Federal Street, Boston, Massachusetts 02105 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of May 15, 1980, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust Agreement of 24 railroad cars, identified with the initials UTLX, and more fully described in Schedule A attached hereto.

Also enclosed for recordation is an original and two certified counterparts of a Bill of Sale to the Company from the Bank, which Bill of Sale relates to the 25 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the Bill of Sale are more fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment from the encumbrance created by the Equipment Trust Agreement.

The Supplemental Agreement and the Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of May 15, 1980, which was recorded with your office on May 29, 1980, and assigned recordation number 11858. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.

No.

Date

Fee \$

ICC Washington, D. C.

MOTOR OPERATING UNIT

NOV 15 2 55 PM '84

ICC OFFICE OF
THE SECRETARY



Page -2-
November 9, 1984
Secretary

Please return the original copy of the Supplemental Agreement and the Bill of Sale to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "A. B. Kellman".

STATE OF ILLINOIS)
COUNTY OF COOK)

RECORDATION NO. 11858-1 Filed 1925

NOV 15 1984 -3 00 PM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Therese Grimm, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 31st day of October, 1984, from The First National Bank of Boston to Union Tank Car Company with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 9th day of November, 1984.

Therese Grimm
Notary Public

MY COMMISSION EXPIRES 2/23/88

BILL OF SALE

The First National Bank of Boston
as Trustee under Equipment Trust Agreement

Dated as of May 15, 1980 (Series 17)

to

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that The First National Bank of Boston (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of May 15, 1980 (the "Agreement"), by and between the Bank, as Trustee, and Union Tank Car Company (the "Company"), in consideration of the conveyance to the Bank, as Trustee, of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and of the compliance by the Company with the terms of the Agreement, and particularly Section 5.06 thereof, with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver unto the Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by the Company to the Bank, as Trustee aforesaid, pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto annexed and by reference incorporated herein, hereby warranting that such Equipment is free and clear from all liens and encumbrances of the Bank.

TO HAVE AND TO HOLD the said Equipment unto the Company and its successors and assigns forever.

This Bill of Sale releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission on May 29, 1980, and assigned recordation number 11858.


IN WITNESS WHEREOF, the Bank, as Trustee aforesaid, has caused this instrument to be duly executed by a proper corporate officer thereunto duly authorized, and its corporate seal to be hereunto affixed and attested, this 31st day of October, 1984.

THE FIRST NATIONAL BANK
OF BOSTON

By 
VICE PRESIDENT

(CORPORATE SEAL)

ATTEST:


Its Assistant Cashier

STATE OF MASSACHUSETTS)
COUNTY OF SUFFOLK) SS

On this 31st day of October, 1984, before me, a Notary Public in and for said County, personally appeared S. McMurtrie, Jr. and Cathy A. Thorn to me personally known, who being by me duly sworn did say that they are respectively VICE PRESIDENT and Assistant Cashier of The First National Bank of Boston, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by authority of the Board of Directors, and said S. McMurtrie, Jr. and Cathy A. Thorn acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

Douglas P. Adams
Notary Public

My Commission Expires:

Douglas P. Adams

NOTARY PUBLIC

My Commission Expires October 28, 1988

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Description Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
13	Box Car	70 Ton	BCIT 841984, 842012, 842080, 842091 NAR 50104, 50108, 50132, 50145 WCTR 101564, 101580, 101914, 102046, 102261
1	Covered Hopper	4,650 Cuft.	UNPX 120367
1	LO	4,750 Cuft.	UTCX 45238
3	TMI	13,350	UTLX 69658, 69668, 69671
1	TA	13,684	UTLX 11395
1	TA	14,000	UTLX 11262
1	TPI	17,300	UTLX 82613
3	TP	25,000	UTLX 92378, 92508, 92518
<u>1</u>	TM	30,000	UTLX 48598
25	Total		